

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

MASSACHUSETTS FINANCIAL	)	
SERVICES COMPANY,	)	
	)	Civil Action No. 07-10497 (SAS)
Plaintiffs,	)	
	)	
v.	)	
	)	JOINT MOTION FOR STAY
MFS LIMITED, MFS AQUA	)	
MANAGERS LIMITED, and MFS	)	
BOSTON LIMITED,	)	
	)	
Defendants.	)	

Plaintiff Massachusetts Financial Services Company and Defendants MFS Limited, MFS Aqua Managers Limited, and MFS Boston Limited have agreed to settle this action, subject to the shareholders of MFS Limited approving a change of name. The parties have agreed to a stay of all proceedings in this action pending shareholder approval, with such stay not to extend past April 1, 2008. If shareholder approval is obtained prior to April 1, 2008, the settlement agreement provides for dismissal of this action.

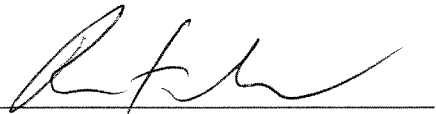
Accordingly, the parties, through their undersigned counsel, respectfully request a stay of all proceedings in this action until April 1, 2008, subject to one or more of the parties requesting a removal of the stay prior to that date, in accordance with the terms of the parties' settlement agreement.

Dated: New York, New York  
January 4, 2008

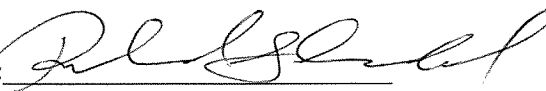
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HALE AND DORR LLP**

**COWAN, LIEBOWITZ AND  
LATMAN, P.C.**

By: \_\_\_\_\_



By: \_\_\_\_\_



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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

MASSACHUSETTS FINANCIAL	)	
SERVICES COMPANY,	)	
	)	Civil Action No. 07-10497 (SAS)
Plaintiffs,	)	
	)	
v.	)	
	)	[PROPOSED] ORDER
MFS LIMITED, MFS AQUA	)	
MANAGERS LIMITED, and MFS	)	
BOSTON LIMITED,	)	
	)	
Defendants.	)	

WHEREAS, Plaintiff Massachusetts Financial and Services Company filed a complaint against Defendants MFS Limited, MFS Aqua Managers Limited, and MFS Boston Limited, on November 20, 2007,

WHEREAS, Plaintiff and Defendants (the "Parties"), by their attorneys, have filed a motion (the "Motion") requesting this Court to stay all proceedings for the time period and for the reasons set forth in the Motion.

IT IS HEREBY ORDERED, that this action shall be stayed until April 1, 2008, subject to further request by one or more of the parties that the stay be removed for the reasons permitted by the settlement agreement referred to in the Motion.

IT IS SO ORDERED:

\_\_\_\_\_  
THE HONORABLE SHIRA SCHEINDLIN  
UNITED STATES DISTRICT JUDGE

January \_\_, 2008